

| United States Bankruptcy Court Northern District of Illinois | | Voluntary Petition | | | | | | | | | | | | | | | | | | | | |
|--|---|--|--------------------------|-----------------------------|------------------------------|-------------------------------|--------------------------------|------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-----------------------|------------------------|--------------------------|-----------------------------|------------------------------|-------------------------------|--------------------------------|------------------------------|-----------------------|--------------|
| Name of Debtor (if individual, enter Last, First, Middle): Caesars Entertainment Windsor Limited | | Name of Joint Debtor (Spouse) (Last, First, Middle): | | | | | | | | | | | | | | | | | | | | |
| All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Caesars Entertainment Windsor Holding Inc. | | All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): | | | | | | | | | | | | | | | | | | | | |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) Complete EIN (if more than one, state all): BN - 87054 3576 RC0001 | | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) Complete EIN (if more than one, state all): | | | | | | | | | | | | | | | | | | | | |
| Street Address of Debtor (No. and Street, City, and State): One Caesars Palace Dr. Las Vegas, Nevada | | Street Address of Joint Debtor (No. and Street, City, and State): | | | | | | | | | | | | | | | | | | | | |
| ZIP CODE 89109 | | ZIP CODE | | | | | | | | | | | | | | | | | | | | |
| County of Residence or of the Principal Place of Business: Clark County, Nevada | | County of Residence or of the Principal Place of Business: | | | | | | | | | | | | | | | | | | | | |
| Mailing Address of Debtor (if different from street address): | | Mailing Address of Joint Debtor (if different from street address): | | | | | | | | | | | | | | | | | | | | |
| ZIP CODE | | ZIP CODE | | | | | | | | | | | | | | | | | | | | |
| Location of Principal Assets of Business Debtor (if different from street address above): Windsor, Ontario | | ZIP CODE | | | | | | | | | | | | | | | | | | | | |
| Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending: | Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other | Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts. | | | | | | | | | | | | | | | | | | | | |
| | Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code). | | | | | | | | | | | | | | | | | | | | | |
| Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. | | Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (<i>amount subject to adjustment on 4/01/16 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). | | | | | | | | | | | | | | | | | | | | |
| Statistical/Administrative Information <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. | | THIS SPACE IS FOR COURT USE ONLY | | | | | | | | | | | | | | | | | | | | |
| Estimated Number of Creditors (on a consolidated basis) <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 12.5%;"><input type="checkbox"/></td> <td style="width: 12.5%;"><input checked="" type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>Over 100,000</td> </tr> </table> | | | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | 1-49 | 50-99 | 100-199 | 200-999 | 1,000-5,000 | 5,001-10,000 | 10,001-25,000 | 25,001-50,000 | 50,001-100,000 | Over 100,000 |
| <input type="checkbox"/> | <input type="checkbox"/> | | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | | | | | | | | | | | | |
| 1-49 | 50-99 | | 100-199 | 200-999 | 1,000-5,000 | 5,001-10,000 | 10,001-25,000 | 25,001-50,000 | 50,001-100,000 | Over 100,000 | | | | | | | | | | | | |
| Estimated Assets (on a consolidated basis) <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 12.5%;"><input type="checkbox"/></td> <td style="width: 12.5%;"><input checked="" type="checkbox"/></td> </tr> <tr> <td>\$0- to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table> | | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | \$0- to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | | | | | | | | | | | | | |
| \$0- to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion | | | | | | | | | | | | | |
| Estimated Liabilities (on a consolidated basis) <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 12.5%;"><input type="checkbox"/></td> <td style="width: 12.5%;"><input checked="" type="checkbox"/></td> </tr> <tr> <td>\$0- to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table> | | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | \$0- to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | | | | | | | | | | | | | |
| \$0- to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion | | | | | | | | | | | | | |

B 1 (Official Form 1) (4/13)

| | | | |
|---|---------------|--|--|
| Voluntary Petition <i>(This page must be completed and filed in every case)</i> | | Name of Debtor(s): Caesars Entertainment Windsor Limited | |
| All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.) | | | |
| Location Where Filed: | Case Number: | Date Filed: | |
| Location Where Filed: | Case Number: | Date Filed: | |
| Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.) | | | |
| Name of Debtor: See Attached Rider 1 | Case Number: | Date Filed: | |
| District: Northern District of Illinois | Relationship: | Judge: | |
| Exhibit A | | Exhibit B | |
| (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) | | (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ _____ Signature of Attorney for Debtor(s) (Date) | |
| Exhibit C | | | |
| Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? | | | |
| <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No. | | | |
| Exhibit D | | | |
| (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) | | | |
| <input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. | | | |
| If this is a joint petition: | | | |
| <input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition. | | | |
| Information Regarding the Debtor - Venue | | | |
| (Check any applicable box.) | | | |
| <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. | | | |
| Certification by a Debtor Who Resides as a Tenant of Residential Property | | | |
| (Check all applicable boxes.) | | | |
| <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) | | | |
| _____ (Name of landlord that obtained judgment) | | | |
| _____ (Address of landlord) | | | |
| <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)). | | | |

| | | |
|---|--|--|
| Voluntary Petition <i>(This page must be completed and filed in every case)</i> | | Name of Debtor(s): Caesars Entertainment Windsor Limited |
| Signatures | | |
| Signature(s) of Debtor(s) (Individual/Joint) <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>Telephone Number (If not represented by attorney) _____</p> <p>Date _____</p> | | Signature of a Foreign Representative <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p> |
| Signature of Attorney* <p>X <u>/s/ David R. Seligman</u> Signature of Attorney for Debtor(s) David R. Seligman, P.C. Printed Name of Attorney for Debtor(s) Kirkland & Ellis LLP Firm Name 300 North LaSalle Chicago, Illinois 60654 Address (312) 862-2000 Telephone Number January 15, 2015 Date</p> <p>* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p> | | Signature of Non-Attorney Bankruptcy Petition Preparer <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19B is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>_____ Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form of each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p> |

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Northern District of Illinois for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Caesars Entertainment Operating Company, Inc.

| The Debtors | |
|--|--|
| • Caesars Entertainment Operating Company, Inc. | • 190 Flamingo, LLC |
| • 3535 LV Corp. | • 3535 LV Parent, LLC |
| • AJP Holdings, LLC | • AJP Parent, LLC |
| • B I Gaming Corporation | • Bally's Las Vegas Manager, LLC |
| • Bally's Midwest Casino, Inc. | • Bally's Park Place, Inc. |
| • Benco, Inc. | • Biloxi Hammond, LLC |
| • Biloxi Village Walk Development, LLC | • BL Development Corp. |
| • Boardwalk Regency Corporation | • BPP Providence Acquisition Company, LLC |
| • Caesars Air, LLC | • Caesars Baltimore Acquisition Company, LLC |
| • Caesars Baltimore Development Company, LLC | • Caesars Baltimore Management Company, LLC |
| • Caesars Entertainment Canada Holding, Inc. | • Caesars Entertainment Finance Corp. |
| • Caesars Entertainment Golf, Inc. | • Caesars Entertainment Retail, Inc. |
| • Caesars Entertainment Windsor Limited | • Caesars Escrow Corporation |
| • Caesars India Sponsor Company, LLC | • Caesars License Company, LLC |
| • Caesars Marketing Services Corporation | • Caesars Massachusetts Acquisition Company, LLC |
| • Caesars Massachusetts Development Company, LLC | • Caesars Massachusetts Investment Company, LLC |
| • Caesars Massachusetts Management Company, LLC | • Caesars New Jersey, Inc. |
| • Caesars Operating Escrow LLC | • Caesars Palace Corporation |
| • Caesars Palace Realty Corp. | • Caesars Palace Sports Promotions, Inc. |
| • Caesars Riverboat Casino, LLC | • Caesars Trex, Inc. |
| • Caesars United Kingdom, Inc. | • Caesars World Marketing Corporation |
| • Caesars World Merchandising, Inc. | • Caesars World, Inc. |
| • California Clearing Corporation | • Casino Computer Programming, Inc. |
| • CG Services, LLC | • Chester Facility Holding Company, LLC |
| • Christian County Land Acquisition Company, LLC | • Consolidated Supplies, Services and Systems |
| • Corner Investment Company Newco, LLC | • Cromwell Manager, LLC |
| • CZL Development Company, LLC | • CZL Management Company, LLC |
| • DCH Exchange, LLC | • DCH Lender, LLC |
| • Des Plaines Development Limited Partnership | • Desert Palace, Inc. |
| • Durante Holdings, LLC | • East Beach Development Corporation |
| • FHR Corporation | • FHR Parent, LLC |
| • Flamingo-Laughlin Parent, LLC | • Flamingo-Laughlin, Inc. |
| • GCA Acquisition Subsidiary, Inc. | • GNOC, Corp. |
| • Grand Casinos of Biloxi, LLC | • Grand Casinos of Mississippi, LLC - Gulfport |

| The Debtors | |
|--|---|
| • Grand Casinos, Inc. | • Grand Media Buying, Inc. |
| • Harrah South Shore Corporation | • Harrah's Arizona Corporation |
| • Harrah's Bossier City Investment Company, L.L.C. | • Harrah's Bossier City Management Company, LLC, a Nevada limited liability company |
| • Harrah's Chester Downs Investment Company, LLC | • Harrah's Chester Downs Management Company, LLC |
| • Harrah's Illinois Corporation | • Harrah's Interactive Investment Company |
| • Harrah's International Holding Company, Inc. | • Harrah's Investments, Inc. |
| • Harrah's Iowa Arena Management, LLC | • Harrah's Management Company |
| • Harrah's Maryland Heights Operating Company | • Harrah's MH Project, LLC |
| • Harrah's NC Casino Company, LLC | • Harrah's New Orleans Management Company |
| • Harrah's North Kansas City LLC | • Harrah's Operating Company Memphis, LLC |
| • Harrah's Pittsburgh Management Company | • Harrah's Reno Holding Company, Inc. |
| • Harrah's Shreveport Investment Company, LLC | • Harrah's Shreveport Management Company, LLC |
| • Harrah's Shreveport/Bossier City Holding Company, LLC | • Harrah's Shreveport/Bossier City Investment Company, LLC |
| • Harrah's Southwest Michigan Casino Corporation | • Harrah's Travel, Inc. |
| • Harrah's West Warwick Gaming Company, LLC | • Harveys BR Management Company, Inc. |
| • Harveys C.C. Management Company, Inc. | • Harveys Iowa Management Company, Inc. |
| • Harveys Tahoe Management Company, Inc. | • H-BAY, LLC |
| • HBR Realty Company, Inc. | • HCAL, LLC |
| • HCR Services Company, Inc. | • HEI Holding Company One, Inc. |
| • HEI Holding Company Two, Inc. | • HHLV Management Company, LLC |
| • HIE Holdings Topco, Inc. | • Hole in the Wall, LLC |
| • Horseshoe Entertainment | • Horseshoe Gaming Holding, LLC |
| • Horseshoe GP, LLC | • Horseshoe Hammond, LLC |
| • Horseshoe Shreveport, L.L.C. | • HTM Holding, Inc. |
| • JCC Holding Company II Newco, LLC | • Koval Holdings Company, LLC |
| • Koval Investment Company, LLC | • Las Vegas Golf Management, LLC |
| • Las Vegas Resort Development, Inc. | • Laundry Parent, LLC |
| • LVH Corporation | • LVH Parent, LLC |
| • Martial Development Corp. | • Nevada Marketing, LLC |
| • New Gaming Capital Partnership, a Nevada Limited Partnership | • Ocean Showboat, Inc. |
| • Octavius Linq Holding Co., LLC | • Parball Corporation |
| • Parball Parent, LLC | • PH Employees Parent, LLC |
| • PHW Investments, LLC | • PHW Las Vegas, LLC |
| • PHW Manager, LLC | • Players Bluegrass Downs, Inc. |
| • Players Development, Inc. | • Players Holding, LLC |
| • Players International, LLC | • Players LC, LLC |
| • Players Maryland Heights Nevada, LLC | • Players Resources, Inc. |
| • Players Riverboat II, LLC | • Players Riverboat Management, LLC |
| • Players Riverboat, LLC | • Players Services, Inc. |
| • Reno Crossroads LLC | • Reno Projects, Inc. |
| • Rio Development Company, Inc. | • Robinson Property Group Corp. |
| • Roman Entertainment Corporation of Indiana | • Roman Holding Corporation of Indiana |

| The Debtors | |
|--|---|
| • Showboat Atlantic City Mezz 1, LLC | • Showboat Atlantic City Mezz 2, LLC |
| • Showboat Atlantic City Mezz 3, LLC | • Showboat Atlantic City Mezz 4, LLC |
| • Showboat Atlantic City Mezz 5, LLC | • Showboat Atlantic City Mezz 6, LLC |
| • Showboat Atlantic City Mezz 7, LLC | • Showboat Atlantic City Mezz 8, LLC |
| • Showboat Atlantic City Mezz 9, LLC | • Showboat Atlantic City Operating Company, LLC |
| • Showboat Atlantic City Propco, LLC | • Showboat Holding, Inc. |
| • Southern Illinois Riverboat/Casino Cruises, Inc. | • Tahoe Garage Propco, LLC |
| • The Quad Manager, LLC | • TRB Flamingo, LLC |
| • Trigger Real Estate Corporation | • Tunica Roadhouse Corporation |
| • Village Walk Construction, LLC | • Winnick Holdings, LLC |
| • Winnick Parent, LLC | |

**Caesars Entertainment Windsor Limited
(f/k/a Caesars Entertainment Windsor Holding, Inc.)**

**Written Resolution of the Sole Shareholder
in Lieu of Meeting**

Dated as of January 14, 2015

The undersigned, being the sole shareholder (the "Shareholder") of the entity listed above is party to a unanimous shareholder declaration dated January 12, 2000 (the "Unanimous Shareholder Declaration") which restricts the powers of the directors to manage the business and affairs of the Corporation and pursuant to which the Shareholder has all of the rights, powers and liabilities of the directors of the Corporation.

The Shareholder **DOES HEREBY CONSENT** to the taking of the following actions in lieu of a meeting of the Shareholder of the Corporation and **DOES HEREBY ADOPT** the following resolutions by unanimous written consent (this "Written Consent") pursuant to the Unanimous Shareholder Declaration and the *Business Corporations Act* (Ontario).

Chapter 11 Filing

WHEREAS, the Shareholder has considered presentations by the management and the financial and legal advisors of it and its affiliate, Caesars Entertainment Operating Company, Inc. (the "Company"), regarding the liabilities and liquidity situation of the Corporation and the Company, and its subsidiaries on a consolidated basis, the strategic alternatives available to the Corporation and the Company and the effect of the foregoing on the Company's and the Corporation's business.

WHEREAS, the Corporation has had the opportunity to consult with the management and the financial and legal advisors of the Corporation and fully consider each of the strategic alternatives available to the Corporation.

WHEREAS, in the judgment of the Shareholder and the Corporation, it is desirable and in the best interests of the Corporation, its creditors and other parties in interest, that the Corporation be authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition, and the voluntary petitions to be filed by the Company's affiliates, collectively, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in a court of proper jurisdiction (the "Bankruptcy Court").

WHEREAS it is desirable that the Corporation, as an affiliate of the Company, consent to be included in the Chapter 11 Cases.

WHEREAS in the judgment of the Shareholder and the Corporation, it is desirable and in the best interests of the Corporation, its creditors and other parties in interest that the Corporation be authorized to act as foreign representative of the Company and any of its affiliates that file Chapter 11 Cases in the Bankruptcy Court (the "Chapter 11 Debtors") in respect of the Chapter 11 Cases and that the Corporation be authorized as foreign representative to file an application for recognition of the Chapter 11 Cases under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") in the Ontario Superior Court of Justice (Commercial List).

RESOLVED, that the Corporation approves being included in the Chapter 11 Cases as an affiliate of the Company.

RESOLVED that the Corporation be and is hereby authorized to act as a foreign representative of the Chapter 11 Debtors in respect of the Chapter 11 Cases pursuant to section 45(1) of the CCAA.

RESOLVED that the Corporation be and is hereby authorized as foreign representative to file an application for recognition of the Chapter 11 Cases as a foreign proceeding under the CCAA (the "Application").

RESOLVED that the Corporation be and is hereby authorized, directed and empowered (i) to make the Application under the CCAA, (ii) to perform any and all such acts as are reasonable, advisable, expedient and convenient, proper or necessary to effect any of the foregoing; and (iii) to seek any ancillary relief in respect of the Application.

RESOLVED that the Corporation be and hereby is authorized, directed and empowered to execute and file all notices, pleadings applications, affidavits, petitions, schedules, lists and other motions, papers, or documents, and to take any and all actions, that are necessary or proper to obtain relief in the Chapter 11 Cases and in the Application.

RESOLVED, that any officers of the Company (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized, empowered and directed to execute and file on behalf of the Corporation all notices, pleadings applications, affidavits, petitions, schedules, lists and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Corporation's business.

RESOLVED, that the officers of the Corporation (collectively, the "Corporation's Authorized Officers"), acting alone or with one or more other of the Corporation's Authorized Officers be, and they hereby are, authorized, empowered and directed to execute and file on behalf of the Corporation all notices, pleadings applications, affidavits, petitions, schedules, lists and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Corporation's business.

General

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and they hereby are, authorized and empowered, in the name of and on behalf of the Corporation, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Corporation's Authorized Officers, each of the Corporation's Authorized Officers (and their designees and delegates) be, and they hereby are, authorized and empowered, in the name of and on behalf of the Corporation, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED, that the Shareholder of the Corporation has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Corporation, or hereby waive any right to have received such notice.

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Corporation, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Corporation with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of the Shareholder.

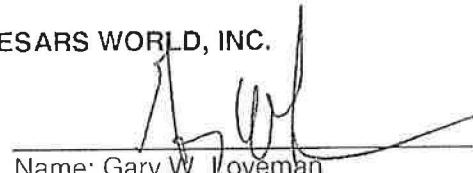
RESOLVED, that each of the Authorized Officers (and their designees and delegates) be and hereby are authorized and empowered to take all actions or to not take any action in the name of the Corporation with respect to the transactions contemplated by these resolutions hereunder, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officers' reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein including, in the name of and on behalf of the Corporation, to perform the obligations of the Corporation under the CCAA.

IN WITNESS WHEREOF, the undersigned has executed this Resolution as of the date above first written.

CAESARS WORLD, INC.

By:

Name: Gary W. Loveman
Title:

A handwritten signature in black ink, appearing to read "Gary W. Loveman". The signature is fluid and cursive, with a prominent 'G' and 'W' at the beginning.

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)
CAESARS ENTERTAINMENT OPERATING) Chapter 11
COMPANY, INC., et al.¹)
Debtors.) Case No. 15-[_____] (____)
) (Joint Administration Requested)
)

**CONSOLIDATED LIST OF CREDITORS
HOLDING THE TOP 50 LARGEST UNSECURED CLAIMS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code. The following is the consolidated list of the Debtors’ creditors holding the 50 largest unsecured claims (the “Consolidated List”) based on the Debtors’ books and records as of approximately January 14, 2015. The Consolidated List is prepared in accordance with rule 1007(d) of the Federal Rules of Bankruptcy Procedure. The Consolidated List does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors. The information contained herein shall neither constitute an admission of liability by, nor bind, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated, or disputed, does not constitute a waiver of the Debtors’ right to contest the validity, priority, or amount of any claim.

¹ The last four digits of Caesars Entertainment Operating Company, Inc.’s tax identification number are 1623. Due to the large number of Debtors in these chapter 11 cases, for which the Debtors have requested joint administration, a complete list of the debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://cases.primeclerk.com/CEO.C>.

| Rank | Name Of Creditor | Complete mailing address, and employee, agents, or department familiar with claim | Nature of claim (trade debt, bank loan, government contracts, etc.) | Indicate if claim is contingent, unliquidated, disputed, or subject to set off | Amount of claim (if secured, also state value of security) |
|------|---|--|---|--|--|
| 1 | LAW DEBENTURE TRUST COMPANY OF NEW YORK | LAW DEBENTURE TRUST COMPANY OF NEW YORK Attn: Kevin O'Brien, CEO 400 Madison Ave., 4th Floor New York, NY 10017 Email: N/A Fax: (212) 750 1361 Phone: (212) 750 6474 | Unsecured Notes | | \$530,000,000.00 |
| 2 | CLARK COUNTY | CLARK COUNTY Attn: Steve Sisolak, Chair 500 S Grand Central Pkwy 1st Floor Las Vegas, NV 89155 Email: kevin.gullette@clarkcountynv.gov; dainfo@clarkcountyda.com; Fax: N/A Phone: (702) 455-6000 | Special Improvement Bonds | | \$46,900,000.00 |
| 3 | IOWA GAMING COMMISSION | IOWA GAMING COMMISSION Attn: Brian J. Ohorilko, Administrator Capitol Medical Office Building 1300 Des Moines Street, Ste. 100 Des Moines, IA 50309-5508 Email: irgc@iowa.gov Fax: (515) 242-6560 Phone: (515) 281-7352 | Dog Racing Exit Costs | | \$42,625,055.84 |
| 4 | IGT | IGT Attn: Patti S. Hart, CEO 6355 South Buffalo Drive Las Vegas, NV 89113-2133 Email: pr@igt.com Fax: (702) 896-8686 Phone: (702) 669-7777 | Trade Payable and Slot Financing | | \$28,544,568.76 |

| Rank | Name Of Creditor | Complete mailing address, and employee, agents, or department familiar with claim | Nature of claim (trade debt, bank loan, government contracts, etc.) | Indicate if claim is contingent, unliquidated, disputed, or subject to set off | Amount of claim (if secured, also state value of security) |
|------|--|---|---|--|--|
| 5 | HILTON HOTELS CORPORATION | HILTON HOTELS CORPORATION Attn: Kristin Campbell, General Counsel 7930 Jones Branch Drive McLean, VA 22102 Email: kristin.campbell@hilton.com Fax: N/A Phone: (703) 883-1000 | Pension Plan Litigation | Contingent, Unliquidated, Disputed | \$25,000,000.00 |
| 6 | HOUSE OF BLUES | HOUSE OF BLUES Attn: Ron Benison, CEO 7060 Hollywood Blvd. Hollywood, CA 90028 Email: legalhob@livenation.com Fax: N/A Phone: (323) 769-4600 | Lease | Unliquidated | \$13,792,438.00 |
| 7 | BOARD OF LEVEE COMMISSIONERS FOR THE YAZOO-MISSISSIPPI DELTA | BOARD OF LEVEE COMMISSIONERS FOR THE YAZOO-MISSISSIPPI DELTA Attn: Willie Gregory, President 140 Delta Avenue Clarksdale, MS 38614 Email: N/A Fax: (662) 624-2450 Phone: (662) 624-4397 | Lease | Unliquidated | \$10,539,916.67 |
| 8 | SIMON GROUP | SIMON GROUP Attn: James M. Barkley, General Counsel 225 West Washington Street Indianapolis, IN 46204 Email: jbarkley@simon.com; rtucker@simon.com Fax: (317) 263-7901 Phone: (317) 636-1600 | Deferred Income / Signing Bonus | | \$4,578,082.00 |

| Rank | Name Of Creditor | Complete mailing address, and employee, agents, or department familiar with claim | Nature of claim (trade debt, bank loan, government contracts, etc.) | Indicate if claim is contingent, unliquidated, disputed, or subject to set off | Amount of claim (if secured, also state value of security) |
|------|---------------------|---|---|--|--|
| 9 | EARL OF SANDWICH | EARL OF SANDWICH Attn: Steve Heeley, CEO 4700 Millenia Blvd. Suite 400 Orlando, FL 32839 Email: info@earlofsandwichusa.com Fax: (407) 992-2987 Phone: (877) 426-3275 | Lease | | \$4,500,000.00 |
| 10 | VISA | VISA Attn: Kelly Mahon Tullier, General Counsel 900 Metro Center Blvd (at Vintage Park Dr.) Foster City, CA 94404 Email: ktullier@visa.com Fax: N/A Phone: (650) 432-7644 | Deferred Income / Signing Bonus | | \$3,431,469.71 |
| 11 | EXPRESS SCRIPTS INC | EXPRESS SCRIPTS INC Attn: Tim Wentworth, President One Express Way St Louis, MO 63121 Email: twentworth@express-scripts.com Fax: (800) 417-8163 Phone: N/A | Trade Payable | | \$3,257,277.29 |
| 12 | NORTH KANSAS CITY | NORTH KANSAS CITY Attn: Don Stielow, Mayor City Hall 2010 Howell N. Kansas City, MO 64116 Email: dstielow@nkc.org Fax: N/A Phone: (816) 274-6000 | Lease | | \$2,416,944.83 |

| Rank | Name Of Creditor | Complete mailing address, and employee, agents, or department familiar with claim | Nature of claim (trade debt, bank loan, government contracts, etc.) | Indicate if claim is contingent, unliquidated, disputed, or subject to set off | Amount of claim (if secured, also state value of security) |
|------|---------------------------|--|---|--|--|
| 13 | JOHNNY ROCKETS | JOHNNY ROCKETS Attn: John Fuller, CEO 20 Enterprise, Suite 300 Aliso Viejo, CA 92656 Email: N/A Fax: (866) 209-9523 Phone: (949) 643-6100 | Lease | Unliquidated | \$1,975,455.00 |
| 14 | ENCORE EVENT TECHNOLOGIES | ENCORE EVENT TECHNOLOGIES Attn: Phil Cooper, CEO 5150 South Decatur Blvd Las Vegas, NV 89118 Email: N/A Fax: (702) 739-8831 Phone: (702) 739-8803 | Deferred Income / Signing Bonus | | \$1,472,293.57 |
| 15 | BRAND INTERACTION | BRAND INTERACTION Attn: Eric Simon 45 West 21st Street Floor 2 New York, NY 10010 Email: info@brandinteractiongroup.com Fax: (917) 591-9437 Phone: (212) 699-1885 | Cancellation Fee | | \$1,454,000.00 |
| 16 | WMS GAMING | WMS GAMING Attn: Katie Lever, General Counsel c/o Scientific Games Corporation 750 Lexington Avenue New York, NY 10022 Email: N/A Fax: (702) 257-7750 Phone: (212) 754-2233 | Trade Payable and Slot Financing | | \$1,231,090.15 |

| Rank | Name Of Creditor | Complete mailing address, and employee, agents, or department familiar with claim | Nature of claim (trade debt, bank loan, government contracts, etc.) | Indicate if claim is contingent, unliquidated, disputed, or subject to set off | Amount of claim (if secured, also state value of security) |
|------|-----------------------------|--|---|--|--|
| 17 | STANDARD TEXTILE CO INC. | STANDARD TEXTILE CO INC. Attn: Gary Heiman, CEO One Knollcrest Drive Cincinnati, OH 45237 Email: info@standardtextile.com Fax: 513.761.0467 Phone: 800.999.0400 | Trade Payable | | \$1,096,053.45 |
| 18 | SOUTHERN WINE & SPIRITS | SOUTHERN WINE & SPIRITS Attn: Wayne Chaplin, CEO 300 E. Crossroads Parkway Bolingbrook Corporate Center Bolingbrook, IL 60440-3516 Email: N/A Fax: 630-685-3700 Phone: 630-685-3000 | Trade Payable | | \$968,192.76 |
| 19 | HALIFAX SECURITY INC. | HALIFAX SECURITY INC. Attn: Jason Oakley, CEO 301 Drum Point Road Brick, NJ 08723 Email: info@navcctv.com Fax: 732-477-0886 Phone: 732-477-0686 | Trade Payable | | \$920,266.14 |
| 20 | MICROSTRATEGY SERVICES CORP | MICROSTRATEGY SERVICES CORP Attn: Jonathan Klein, General Counsel 1850 Towers Crescent Plaza Tysons Corner, VA 22182 Email: info@microstrategy.com Fax: 703-848-8610 Phone: 703-848-8600 | Trade Payable | | \$865,061.25 |

| Rank | Name Of Creditor | Complete mailing address, and employee, agents, or department familiar with claim | Nature of claim (trade debt, bank loan, government contracts, etc.) | Indicate if claim is contingent, unliquidated, disputed, or subject to set off | Amount of claim (if secured, also state value of security) |
|------|-------------------|--|---|--|--|
| 21 | GRAVITY MEDIA LLC | GRAVITY MEDIA LLC Attn: Yuriy Boykiv, CEO 114 West 26th Street 8th Floor New York, NY 10001 Email: hello@mediagravity.com Fax: 646-486-0030 Phone: 646-486-0000 | Trade Payable | | \$817,178.38 |
| 22 | DCR WORKFORCE | DCR WORKFORCE Attn: Naveen Dua, Chief Executive Officer 7815 NW Beacon Square Boulevard Suite 224 Boca Raton, FL 33487 Email: info@dcrworkforce.com Fax: 888-880-1584 Phone: 888-327-4867 | Trade Payable | | \$812,121.79 |
| 23 | A J BROWN INC. | A J BROWN INC. Attn: Daniel B. Steuber 635 Trade Center Blvd. Chesterfield, MO 63005-1247 Email: dan@ajbrown.com Fax: (636) 537-3335 Phone: (636) 537-3636 | Trade Payable | | \$776,960.12 |
| 24 | BALLY GAMING INC. | BALLY GAMING INC. Attn: Richard Haddrill, Chief Executive Officer 6601 South Bermuda Road Las Vegas , NV 89119 Email: N/A Fax: 702-584-7710 Phone: 702-584-7700 | Trade Payable | | \$757,241.29 |

| Rank | Name Of Creditor | Complete mailing address, and employee, agents, or department familiar with claim | Nature of claim (trade debt, bank loan, government contracts, etc.) | Indicate if claim is contingent, unliquidated, disputed, or subject to set off | Amount of claim (if secured, also state value of security) |
|------|------------------------------|---|---|--|--|
| 25 | IBS SOFTWARE SERVICES | IBS SOFTWARE SERVICES Attn: Rajiv Shah, CEO 900 Circle 75 Parkway Suite 550 Atlanta, GA 30339 Email: ibsusa@ibsplc.com Fax: (678) 391 6099 Phone: (678) 391 6080 | Trade Payable | | \$693,560.00 |
| 26 | THE PRINTER INC. | THE PRINTER INC. Attn: Bill Benskin, President 1220 Thomas Beck Road Des Moines, IA 50315 Email: Info@the-printer.com Fax: 515-288-9234 Phone: 515-288-7241 | Trade Payable | | \$656,038.82 |
| 27 | PEPSI BOTTLING GROUP | PEPSI BOTTLING GROUP Attn: Eric J. Foss, President and CEO One Pepsi Way Somers, NY 10589-2201 Email: N/A Fax: 914-767-7761 Phone: 914-767-6000 | Trade Payable | | \$592,378.91 |
| 28 | AETNA LIFE INSURANCE COMPANY | AETNA LIFE INSURANCE COMPANY Attn: Scott Snyder, Sales V.P. 151 Farmington Avenue Hartford, CT 06156 Email: snydersa@aetna.com Fax: N/A Phone: (800) 872-3862 | Trade Payable | | \$550,368.51 |

| Rank | Name Of Creditor | Complete mailing address, and employee, agents, or department familiar with claim | Nature of claim (trade debt, bank loan, government contracts, etc.) | Indicate if claim is contingent, unliquidated, disputed, or subject to set off | Amount of claim (if secured, also state value of security) |
|------|------------------------------|---|---|--|--|
| 29 | AGILYSYS NV | <p>AGILYSYS NV Attn: Kyle C. Badger, General Counsel 1000 Windward Concourse, Suite 250 Alpharetta, GA 30005 Email: sales@agilysys.com; kyle.badger@agilysys.com Fax: 770.810.7892 Phone: 770.810.7800</p> | Trade Payable | | \$546,524.33 |
| 30 | ARISTOCRAT TECHNOLOGIES INC. | <p>ARISTOCRAT TECHNOLOGIES INC. Attn: Atul Bali, President 7230 Amigo Street Las Vegas, NV 89119 Email: atul.bali@aristocrat-inc.com; mark.dunn@aristocrat-inc.com Fax: (702) 270-1001 Phone: (702) 599-8000</p> | Trade Payable | | \$521,932.14 |
| 31 | LLTQ ENTERPRISES LLC | <p>LLTQ ENTERPRISES LLC Attn: Rowen Seibel c/o Certilman Balin Attorneys Paul B. Sweeney 90 Merrick Avenue East Meadow, NY 11554 Email: psweeney@certilmanbalin.com Fax: (516) 296-7111 Phone: (516) 296-7000</p> | Trade Payable | | \$506,412.22 |
| 32 | NOBU HOSPITALITY LLC | <p>NOBU HOSPITALITY LLC c/o Berdon LLP Attn: Struan McKenzie 360 Madison Avenue New York, NY 10017 Email: N/A Fax: 212-371-1159 Phone: 212-832-0400</p> | Trade Payable | | \$459,963.85 |

| Rank | Name Of Creditor | Complete mailing address, and employee, agents, or department familiar with claim | Nature of claim (trade debt, bank loan, government contracts, etc.) | Indicate if claim is contingent, unliquidated, disputed, or subject to set off | Amount of claim (if secured, also state value of security) |
|------|--------------------------|--|---|--|--|
| 33 | HOSPITALITY NETWORK INC. | HOSPITALITY NETWORK INC. Attn: Chief Legal Officer 1700 Vegas Drive Las Vegas, NV 89106 Email: Rob.Nickels@cox.com; Charlotte.Barnett@cox.com Fax: 702-435-4009 Phone: 702-435-4600 | Trade Payable | | \$430,625.63 |
| 34 | HORNETS BASKETBALL LLC | HORNETS BASKETBALL LLC Attn: Fred Whitfield, President and COO 333 E Trade St Charlotte, NC 28202-2331 Email: info@hornets.com Fax: 704-688-8727 Phone: 704-688-8600 | Trade Payable | | \$393,750.00 |
| 35 | FISHNET SECURITY INC. | FISHNET SECURITY INC. Attn: Rich Fennessy, Chief Executive Office 6130 Sprint Pkwy Suite 400 Overland Park, KS 66211-1155 Email: N/A Fax: 816.421.6677 Phone: 816.421.6611 | Trade Payable | | \$388,369.41 |
| 36 | SIMPLEX GRINNELL LP | SIMPLEX GRINNELL LP Attn: Robert Chauvin, President 50 Technology Dr Westminster, MA 01441 Email: N/A Fax: 978-731-7839 Phone: 978-731-8519 | Trade Payable | | \$386,742.32 |

| Rank | Name Of Creditor | Complete mailing address, and employee, agents, or department familiar with claim | Nature of claim (trade debt, bank loan, government contracts, etc.) | Indicate if claim is contingent, unliquidated, disputed, or subject to set off | Amount of claim (if secured, also state value of security) |
|------|--------------------------------------|--|---|--|--|
| 37 | WIRTZ BEVERAGE NEVADA | WIRTZ BEVERAGE NEVADA Attn: Kevin Roberts, Senior Vice President 1849 West Cheyenne Avenue North Las Vegas, NV 89032 Email: N/A Fax: N/A Phone: (702) 735-9141 | Trade Payable | | \$385,181.00 |
| 38 | TELEPERFORMANCE USA | TELEPERFORMANCE USA Attn: Chief Legal Officer 6510 South Millrock Drive Suite 150 Holladay, UT 84121 Email: unitedstates@teleperformance.com Fax: (801) 257-6246 Phone: (801) 257-5800 | Trade Payable | | \$383,039.74 |
| 39 | INTERNATIONAL BUSINESS MACHINE (IBM) | INTERNATIONAL BUSINESS MACHINE (IBM) Attn: Regional Counsel 425 Market Street, 21st Floor San Francisco, CA 94105-2406 Email: N/A Fax: (415) 545-4899 Phone: N/A | Trade Payable | | \$370,498.00 |
| 40 | GET FRESH | GET FRESH Attn: Jim Palladino, CEO 1548 18th Street Santa Monica, CA 90404 Email: customerservice@getfresh.net Fax: 310-315-2644 Phone: 310-315-0020 | Trade Payable | | \$367,243.27 |

| Rank | Name Of Creditor | Complete mailing address, and employee, agents, or department familiar with claim | Nature of claim (trade debt, bank loan, government contracts, etc.) | Indicate if claim is contingent, unliquidated, disputed, or subject to set off | Amount of claim (if secured, also state value of security) |
|------|--------------------|---|---|--|--|
| 41 | AON CONSULTING | AON CONSULTING Attn: Michael Mahoney 199 Fremont St Suite 1500 San Francisco, CA 94105 Email: michael.mahoney@aon.com Fax: N/A Phone: 415-486-7351 | Trade Payable | | \$362,616.00 |
| 42 | CARTUS CORPORATION | CARTUS CORPORATION Attn: Kevin Kelleher, President & CEO 40 APPLE RIDGE ROAD Danbury, CT 08610 Email: officeofthepresident@cartus.com Fax: (888) 767-9358 Phone: (888) 767-9358 | Trade Payable | | \$359,931.34 |
| 43 | CHAOTIC MOON LLC | CHAOTIC MOON LLC Attn: Ben Lamm, CEO 319 Congress Ave., Suite 200 Austin, TX 78701 Email: hello@chaoticmoon.com Fax: 512-420-8801 Phone: 512-420-8800 | Trade Payable | | \$351,406.86 |
| 44 | INSIGHT | INSIGHT Attn: Steve Dodenhoff, President 6820 South Harl Avenue Tempe, AZ 85283 Email: steve.dodenhoff@insight.com Fax: N/A Phone: (800) 467-4448 | Trade Payable | | \$347,047.86 |

| Rank | Name Of Creditor | Complete mailing address, and employee, agents, or department familiar with claim | Nature of claim (trade debt, bank loan, government contracts, etc.) | Indicate if claim is contingent, unliquidated, disputed, or subject to set off | Amount of claim (if secured, also state value of security) |
|------|-------------------------------------|---|---|--|--|
| 45 | G & G SYSTEMS | G & G SYSTEMS Attn: Robert Lisowski, President 4340 W. Hacienda Ave. Las Vegas , NV 89118 Email: info@ggsystems.net Fax: (702) 798-6584 Phone: (702) 798-0995 | Trade Payable | | \$316,250.50 |
| 46 | GLOBAL CASH ACCESS | GLOBAL CASH ACCESS Juliet A. Lim, General Counsel 7250 S Tenaya Way Suite 100 Las Vegas, NV 89113 Email: corpinfo@gcamail.com Fax: 702-364-8260 Phone: (702) 855-3000 | Deferred Income / Signing Bonus | | \$312,500.00 |
| 47 | GORDON RAMSAY | GORDON RAMSAY HOLDINGS LIMITED Attn: Gordon Ramsay 1 Catherine Place London, SW1E 6X UK Email: mthomas@sheridans.co.uk Fax: +44 (0) 20 7079 0200 Phone: N/A | Trade Payable | | \$307,479.03 |
| 48 | QUADRILLION TECHNOLOGY PARTNERS LLC | QUADRILLION TECHNOLOGY PARTNERS LLC Attn: George Stelling, Managing Partner Park Seventeen Center 1717 MCKINNEY AVE SUITE 700 DALLAS, TX 75202 Email: gstelling@quadrillionpartners.com Fax: N/A Phone: (214) 301-5000 | Trade Payable | | \$295,927.69 |

| Rank | Name Of Creditor | Complete mailing address, and employee, agents, or department familiar with claim | Nature of claim (trade debt, bank loan, government contracts, etc.) | Indicate if claim is contingent, unliquidated, disputed, or subject to set off | Amount of claim (if secured, also state value of security) |
|------|---------------------------|--|---|--|--|
| 49 | OBJECT SYSTEMS GROUP INC. | OBJECT SYSTEMS GROUP INC. Attn: President and/or General Counsel 8600 Freeport Pkwy Suite 400 Irving, TX 75063 Email: N/A Fax: (972) 650-2020 Phone: (972) 650-2026 | Trade Payable | | \$289,387.50 |
| 50 | MAVAR, INC. | MAVAR, INC. Attn: Ronald G. Peresich, Esquire Page, Mannino & Peresich PO Drawer 289 Biloxi, MS 39533 Email: ron.peresich@pmp.org Fax: (228) 432-5539 Phone: (228) 374-2100 | Lease | | Undetermined |

DECLARATION UNDER PENALTY
OF PERJURY REGARDING CONSOLIDATED LIST OF CREDITORS

Pursuant to 28 U.S.C. § 1746, I, Mary E. Higgins, declare under penalty of perjury that I have reviewed the Consolidated List of Creditors Holding the 50 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Dated: January 15, 2015

/s/ Mary E. Higgins

Mary E. Higgins
Authorized Signatory

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)
CAESARS ENTERTAINMENT WINDSOR) Chapter 11
LIMITED,)
Debtor.) Case No. 15-_____ (_____
)
)

LIST OF EQUITY SECURITY HOLDERS¹

| Debtor | Equity Holders | Address of Equity Holder | Percentage of Equity Held |
|---------------------------------------|---------------------|---|---------------------------|
| Caesars Entertainment Windsor Limited | Caesars World, Inc. | One Caesars Palace Dr. Las Vegas, Nevada 89109 | 100% |

DECLARATION UNDER PENALTY OF PERJURY

I, Gary W. Loveman, the undersigned authorized signatory of Caesars Entertainment Windsor Limited, declare under penalty of perjury that I have read the foregoing list of equity security holders and that it is true and correct to the best of my information and belief.

Dated: January 15, 2015

/s/ Gary W. Loveman

Gary W. Loveman
Authorized Signatory

¹ This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)
CAESARS ENTERTAINMENT WINDSOR) Chapter 11
LIMITED,) Case No. 15-_____ (_____
Debtor.)
)

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

| Shareholder | Approximate Percentage of Shares Held |
|---------------------|---------------------------------------|
| Caesars World, Inc. | 100% |

DECLARATION UNDER PENALTY OF PERJURY

I, Gary W. Loveman, the undersigned authorized signatory of Caesars Entertainment Windsor Limited, declare under penalty of perjury that I have read the foregoing corporate ownership statement and that it is true and correct to the best of my information and belief.

Dated: January 15, 2015

/s/ Gary W. Loveman

Gary W. Loveman
Authorized Signatory

01/2012

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

IN RE:) Chapter 11
CAESARS ENTERTAINMENT) Bankruptcy Case No. 15-____ ()
WINDSOR LIMITED,)
Debtor(s))

**DECLARATION REGARDING ELECTRONIC FILING
PETITION AND ACCOMPANYING DOCUMENTS**

DECLARATION OF PETITIONER(S)

A. [To be completed in all cases]

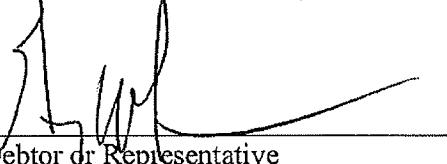
I (We), Gary W. Loveman and _____ the undersigned debtor(s), corporate officer, partner, or member hereby declare under penalty of perjury that (1) the information I(we) have given my (our) attorney is true and correct; (2) I(we) have reviewed the petition, statements, schedules, and other documents being filed with the petition; and (3) the documents are true and correct.

B. [To be checked and applicable only if the petition is for a corporation or other limited liability entity.]

I, Gary W. Loveman, the undersigned, further declare under penalty of perjury that I have been authorized to file this petition on behalf of the debtor.

Gary W. Loveman

Printed or Typed Name of Debtor or Representative


Signature of Debtor or Representative

Printed or Typed Name of Joint Debtor


Signature of Joint Debtor

1/15/2015

Date

Date